

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE PETITION OF PANDORA MEDIA, INC.

12 Civ. 8035 (DLC) (MHD)

Related to

**ECF CASE**

UNITED STATES OF AMERICA,  
Plaintiff,

41 Civ. 1395 (DLC) (MHD)

v.

AMERICAN SOCIETY OF COMPOSERS,  
AUTHORS AND PUBLISHERS,  
Defendant.

**DECLARATION OF DARREN W. JOHNSON**

DARREN W. JOHNSON declares as follows:

1. I am counsel with the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP, counsel for the American Society of Composers, Authors and Publishers (“ASCAP”) in the above-captioned proceeding, and I am a member in good standing of the Bar of the State of New York and of this Court. I submit this declaration in support of (1) ASCAP’s Memorandum of Law in Support of Its Motion *in Limine* to Exclude the Testimony of Leslie M. Marx, (2) ASCAP’s Memorandum of Law in Support of Its Motion *in Limine* to Exclude the Testimony of William Rosenblatt, (3) ASCAP’s Memorandum of Law in Support of Its Motion *in Limine* to Exclude the Duplicative Expert Testimony of Roger G. Noll and Fred McIntyre, and (4) ASCAP’s Memorandum of Law in Support of Its Motion *in Limine* to Exclude Evidence and Argument Relating to Pandora’s Potential Acquisition of a Terrestrial Radio Station.

2. Attached hereto are true and correct copies of the following documents, which are referenced in the accompanying Memoranda of Law:

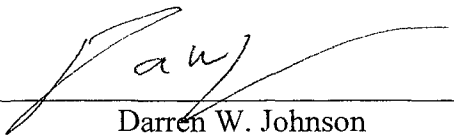
- Exhibit 1: Expert Report submitted by Leslie M. Marx on September 27, 2013.
- Exhibit 2: Expert Report submitted by William Rosenblatt on September 27, 2013.
- Exhibit 3: Expert Rebuttal Report submitted by Leslie M. Marx on October 21, 2013.
- Exhibit 4: Expert Rebuttal Report submitted by William Rosenblatt on October 21, 2013.
- Exhibit 5: Expert Rebuttal Report submitted by Roger G. Noll on October 21, 2013.
- Exhibit 6: Expert Rebuttal Report submitted by Fred McIntyre on October 21, 2013.
- Exhibit 7: Transcript excerpts from the Deposition of Leslie M. Marx, taken on November 3, 2013.
- Exhibit 8: Transcript excerpts from the Deposition of William Rosenblatt, taken on October 27, 2013.
- Exhibit 9: Transcript excerpts from the Deposition of Roger G. Noll, taken on October 30, 2013.
- Exhibit 10: Transcript excerpts from the Deposition of Fred McIntyre, taken on October 31, 2013.
- Exhibit 11: Transcript excerpts from the Deposition of Robert A. Rosenblum, taken on August 14, 2013.
- Exhibit 12: Transcript excerpts from the Rule 30(b)(6) Deposition of Universal Music Publishing Group by Zach Horowitz, taken on October 11, 2013.
- Exhibit 13: Transcript excerpts from the Deposition of John LoFrumento, taken on August 16, 2013.

- Exhibit 14: Pandora Presentation, *Redefining Radio: Discovery, Personalization and Connection*, Bates stamped as PANDORA00128866.
- Exhibit 15: Pandora.com home page, which is publicly available at <http://www.pandora.com>.
- Exhibit 16: Excerpts from Pandora Media, Inc. Form 10-K For the Fiscal Year Ended January 31, 2013, filed with the Securities and Exchange Commission on March 18, 2013.
- Exhibit 17: *Setting the Record Straight*, Bates stamped as PANDORA00165880-PANDORA00165888.
- Exhibit 18: Pandora Presentation, *Initial Public Offering*, dated June 2011, Bates stamped as PANDORA00022147.
- Exhibit 19: Pandora Presentation, *Analyst Day*, dated July 12, 2011, Bates stamped as PANDORA00025785.
- Exhibit 20: Walter McDowell & Steven J. Dick, *Switching Radio Stations While Driving: Magnitude, Motivation, and Measurement Issues*, 10 J. RADIO STUDIES 46 (2003).
- Exhibit 21: Expert Report submitted by Kevin M. Murphy on September 27, 2013.
- Exhibit 22: Gracenote Lyrics License Agreement Between Gracenote, Inc. and Pandora Media, Inc. dated February 29, 2009, Bates stamped as PANDORA00167317.
- Exhibit 23: Consent to Assignment Between Gracenote, Inc., LyricFind, Inc., and Pandora Media, Inc. dated January 4, 2013, Bates stamped as PANDORA00167315.
- Exhibit 24: Transcript excerpts from the Deposition of Tom Conrad, taken on July 31, 2013.
- Exhibit 25: Excerpts from Pandora Media, Inc. Form 8-K, filed with the Securities and Exchange Commission on June 11, 2013.
- Exhibit 26: Christopher Harrison, "Why Pandora Bought an FM Radio Station," TheHill.com (June 11, 2013).

- Exhibit 27: Excerpts from Pandora Media, Inc.'s Memorandum in Support of Motion for Summary Judgment That ASCAP Publisher "Withdrawals" During the Terms of Pandora's Consent Decree License Do Not Affect the Scope of the ASCAP Repertory Subject to That License, ECF No. 38, filed on June 11, 2013.
- Exhibit 28: Petition to Deny, *In re Connoisseur Media Licenses, LLC*, FCC File No. BALH-20130620ABJ (July 25, 2013).
- Exhibit 29: ASCAP 2010 Radio Group License Agreement, Bates stamped as ASCAP-PANDORA 000861.
- Exhibit 30: Transcript excerpts from the Deposition of Richard Conlon, taken on August 21, 2013.
- Exhibit 31: 2012 Radio Music License Committee Reported Revenues, Bates stamped as ASCAP-PAN 00042605.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 18, 2013  
New York, New York

By   
Darren W. Johnson